

Michael Matthews, Ed.D.
Superintendent



Manhattan Beach Unified School District

Board of Trustees

Penny Bordokas
Bill Fournell
Karen Komatinsky
Ellen Rosenberg
Ida VanderPoorte

325 South Peck Avenue • Manhattan Beach • California 90266 • (310) 318-7345 • FAX (310) 303-3822

May 2, 2013

ADOPTED

BOARD OF SUPERVISORS
COUNTY OF LOS ANGELES

95 June 4, 2013

Sachi A. Hamai
SACHI A. HAMAI
EXECUTIVE OFFICER

The Honorable Board of Supervisors
County of Los Angeles
Room 383 Hall of Administration
500 West Temple Street
Los Angeles, California 90012

SUBJECT: MANHATTAN BEACH UNIFIED SCHOOL DISTRICT REQUEST FOR
BOARD TO LEVY TAXES AND TO DIRECT THE AUDITOR-
CONTROLLER TO PLACE TAXES ON TAX ROLL

Dear Supervisors:

On May 1, 2013, the governing board of the Manhattan Beach Unified School District (the "District") adopted a resolution (the "District Resolution") authorizing the issuance and sale of the Manhattan Beach Unified School District (Los Angeles County, California) 2013 General Obligation Refunding Bonds (2004 General Obligation Refunding Bonds) (Federally Taxable) (the "Bonds") in the aggregate principal amount not to exceed \$15,000,000. The District Resolution has not been modified, amended, supplemented, rescinded or repealed, and remains in full force and effect as of the date hereof. An executed copy of the District Resolution is enclosed herewith for submission to the Los Angeles County Board of Supervisors.

The District formally requests, in accordance with applicable law, that the Los Angeles County Board of Supervisors (the "Board of Supervisors") adopt the enclosed resolution (the "Resolution") on June 4, 2013 to levy the appropriate taxes and direct the County Auditor-Controller to place these taxes on the tax roll every year according to a debt service schedule and instructions that will be provided upon the sale of the Bonds, currently scheduled to occur in May, 2013.

IT IS THEREFORE RECOMMENDED THAT:

1. The Board of Supervisors adopt the enclosed Resolution (two originals have been provided to the County Counsel's office).
2. After the Board has taken action on this letter, the District requests that the Executive Officer-Clerk of the Board furnish (2) certified copies of the Resolution to:

Robert J. Whalen, Esq.
Stradling Yocca Carlson & Rauth
660 Newport Center Drive, Suite 1600
Newport Beach, CA 92660

And send one (1) copy of the Resolution to each of the following:

Los Angeles County Treasurer and Tax Collector
ATTN: John Patterson
500 W. Temple Street, Room 432
Los Angeles, CA 90012

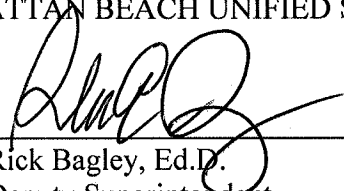
Los Angeles County Auditor Controller
ATTN: Jackie Guevarra
500 W. Temple Street, Room 603
Los Angeles, CA 90012

Los Angeles County Counsel
ATTN: Cammy C. DuPont, Esq.
500 W. Temple Street, Room 648
Los Angeles, CA 90012

Yours very truly,

MANHATTAN BEACH UNIFIED SCHOOL DISTRICT

By


Rick Bagley, Ed.D.
Deputy Superintendent

RESOLUTION OF THE BOARD OF SUPERVISORS OF THE COUNTY OF LOS ANGELES, CALIFORNIA AUTHORIZING THE LEVY OF TAXES FOR GENERAL OBLIGATION REFUNDING BONDS OF THE MANHATTAN BEACH UNIFIED SCHOOL DISTRICT, DESIGNATING THE PAYING AGENT THEREFOR AND DIRECTING THE COUNTY AUDITOR-CONTROLLER TO PLACE TAXES ON THE TAX ROLL

WHEREAS, a duly called election was held in the Manhattan Beach Unified School District, Los Angeles County, State of California (hereinafter referred to as the "District"), on November 7, 2000 (the "Authorization") and thereafter canvassed pursuant to law;

WHEREAS, at such election there was submitted to and approved by the requisite two-thirds vote of the qualified electors of the District a question as to the issuance and sale of general obligation bonds of the District for various purposes set forth in the ballot submitted to the voters, in the maximum principal amount of \$26,000,000, payable from the levy of an *ad valorem* tax against the taxable property in the District;

WHEREAS, the Board of Supervisors of the County of Los Angeles (the "County Board") previously issued under the Authorization on behalf of the District \$21,513,829.30 Manhattan Beach Unified School District (County of Los Angeles, California) General Obligation Bonds, Election of 2000, Series A (the "2000 Bonds");

WHEREAS, on April 8, 2004, the District issued its \$18,400,000 Manhattan Beach Unified School District (Los Angeles County, California) 2004 General Obligation Refunding Bonds (the "Prior Bonds") for the purpose of refunding a portion of the 2000 Bonds;

WHEREAS, the County of Los Angeles (the "County") will levy taxes on the 2012-13 tax roll in an amount sufficient to pay principal of and interest on the Prior Bonds;

WHEREAS, the Board of Trustees of the District (the "District Board") has determined in a Resolution adopted on May 1, 2013 (the "District Resolution") to issue and sell its 2013 General Obligation Refunding Bonds Election of 2000, Series A (the "Bonds") in an amount not to exceed \$15,000,000 to refund all or a portion of the outstanding Prior Bonds pursuant to Articles 9 and 11 of Chapter 3 of Part 1 of Division 2 of Title 5 of the California Government Code (the "Bond Law");

WHEREAS, in the District Resolution, the District has covenanted to request the County Board to levy taxes in an amount sufficient to pay the principal of and interest on the Bonds when due, and to direct the County Auditor-Controller (the "Auditor-Controller") to place on its 2013-14 tax roll, and all subsequent tax rolls, taxes sufficient to fulfill the requirements of the debt service schedule for the Bonds that will be provided to the Auditor-Controller by the District following the sale of the Bonds; and

WHEREAS, the District has requested the County Treasurer and Tax Collector (the "Treasurer") be appointed as the authenticating agent, bond registrar, transfer agent and paying agent (collectively, the "Paying Agent") for the Bonds;

NOW, THEREFORE, THE BOARD OF SUPERVISORS OF THE COUNTY OF LOS ANGELES DOES HEREBY RESOLVE, DETERMINE AND ORDER AS FOLLOWS:

SECTION 1. Levy of Taxes. This County Board shall levy taxes in an amount sufficient to pay the principal of and interest on the Bonds.

SECTION 2. Preparation of Tax Roll. The Auditor-Controller is hereby directed to place on its 2013-14 tax roll, and all subsequent tax rolls, taxes in amounts sufficient to fulfill the requirements of the debt service for the Bonds, in accordance with a semi-annual debt service schedule which will be provided to the Auditor-Controller by the District following the sale of the Bonds.

SECTION 3. Paying Agent. The Treasurer, or the Treasurer's third-party designee, shall act as Paying Agent for the Bonds. The Treasurer is authorized to contract with a third party to perform the services of Paying Agent.

SECTION 4. Effective Date. This Resolution shall take effect immediately upon its passage.

The foregoing resolution was adopted on the 4th day of June, 2013, by the Board of Supervisors of the County of Los Angeles and ex officio the governing body of all other special assessment and taxing districts, agencies and authorities for which said Board so acts.



SACHI A. HAMAI,
Executive Officer-Clerk of the Board of Supervisors
of the County of Los Angeles

By: Lachelle Smitherman
DEPUTY

APPROVED AS TO FORM:

JOHN F. KRATTLI
COUNTY COUNSEL

By: John F. Krattli
Principal Deputy County Counsel

COUNTY OF LOS ANGELES
BOARD OF SUPERVISORS

JUN 19 10 15 AM '13

MANHATTAN BEACH UNIFIED SCHOOL DISTRICT

BOARD RESOLUTION NO. 2013-(14)

A RESOLUTION OF THE BOARD OF TRUSTEES OF THE MANHATTAN BEACH UNIFIED SCHOOL DISTRICT AUTHORIZING THE ISSUANCE OF MANHATTAN BEACH UNIFIED SCHOOL DISTRICT 2013 GENERAL OBLIGATION REFUNDING BONDS (ELECTION OF 2000, SERIES A) (FEDERALLY TAXABLE) IN A PRINCIPAL AMOUNT NOT TO EXCEED \$15,000,000

WHEREAS, a duly called election was held in the Manhattan Beach Unified School District, Los Angeles County, State of California (hereinafter referred to as the "District"), on November 7, 2000 and thereafter canvassed pursuant to law;

WHEREAS, at such election there was submitted to and approved by the requisite fifty-five percent vote of the qualified electors of the District a question as to the issuance and sale of general obligation bonds of the District for various purposes set forth in the ballot submitted to the voters, in the maximum principal amount of \$26,000,000 payable from the levy of an *ad valorem* tax against the taxable property in the District (the "Authorization");

WHEREAS, pursuant to the Authorization, the County issued the \$21,513,829.30 Manhattan Beach Unified School District (Los Angeles County, California) General Obligation Bonds, Election of 2000, Series A (the "2000 Bonds");

WHEREAS, on April 8, 2004, the District issued its \$18,400,000 Manhattan Beach Unified School District (Los Angeles County, California) 2004 General Obligation Refunding Bonds (the "Prior Bonds") for the purpose of refunding a portion of the 2000 Bonds;

WHEREAS, pursuant to Articles 9 and 11 of Chapter 3 of Part 1 of Division 2 of Title 5 of the California Government Code, the District is authorized to issue refunding bonds to refund all or a portion of the Prior Bonds that remain outstanding.

WHEREAS, all acts, conditions and things required by law to be done or performed have been done and performed in strict conformity with the laws authorizing the issuance of general obligation refunding bonds of the District, and the indebtedness of the District, including the proposed issue of refunding bonds, is within all limits prescribed by law;

NOW, THEREFORE, THE BOARD OF TRUSTEES OF THE MANHATTAN BEACH UNIFIED SCHOOL DISTRICT DOES HEREBY, RESOLVE, DETERMINE AND ORDER AS FOLLOWS:

Section 1. Purpose of Bonds. To refund all or a portion of the outstanding Prior Bonds and to pay all necessary legal, financial, and contingent costs in connection therewith, the District authorizes the issuance of its 2013 General Obligation Refunding Bonds (Election of 2000, Series A) (Federally Taxable) (the "Refunding Bonds") in an amount not to exceed \$15,000,000. Additional costs authorized to be paid from the proceeds of the Refunding Bonds are all of the authorized costs of issuance set forth in Section 53550(e) Section 53587 of the Government Code.

Section 2. Terms and Conditions of Sale. Pursuant to Government Code Section 53583(c)(1) the Refunding Bonds shall be sold at a negotiated sale upon the direction of the Superintendent of the District (the "Superintendent"). The Refunding Bonds shall be sold pursuant to the terms and conditions set forth in the Purchase Contract, as described below.

Section 3. Approval of Bond Purchase Contract. The form of the Purchase Contract (the "Purchase Contract") by and between the District and E. J. De La Rosa & Co., Inc. (the "Underwriter"), substantially in the form on file with the Clerk of the Board is hereby approved, and each of the Superintendent, the Deputy Superintendent of the District and such other officers or employees of the District as either of such individuals may designate (the "Authorized Officers"), acting alone, is hereby authorized and requested to execute and deliver such Purchase Contract, with such changes therein, deletions therefrom and modifications thereto as the Authorized Officer executing the Purchase Contract may approve, such approval to be conclusively evidenced by the execution and delivery thereof; provided, however, that the Underwriter's discount, excluding original issue discount or premium on the Refunding Bonds, shall not exceed 1.0% of the aggregate of principal amount of Refunding Bonds issued and the Refunding Bonds shall be issued only if the total net interest cost to maturity on the Refunding Bonds plus the principal amount of the Refunding Bonds does not exceed the total net interest cost to maturity plus the principal amount of the Prior Bonds being refunded. Each Authorized Officer is further authorized to determine the specific maturities of Prior Bonds to be refunded, the principal amount of the Refunding Bonds to be sold pursuant to the Purchase Contract, up to \$15,000,000, and to enter into and execute the Purchase Contract with the Underwriter, if the conditions set forth in this Resolution are satisfied. The Purchase Contract may combine the Refunding Bonds with other bonds to be issued by the District.

Section 4. Certain Definitions. As used in this Resolution, the terms set forth below shall have the meanings ascribed to them, unless otherwise provided in the Purchase Contract:

(a) "*Act*" means Articles 9 and 11 of Chapter 3 of Part 1 of Division 2 of Title 5 of the California Government Code.

(b) "*Authorization*" means the authorization received by the District to issue the 2000 Bonds at an election held on November 7, 2000.

(c) "*Board*" means the Board of Trustees of the District.

(d) "*Bond Insurer*" means any insurance company which issues a municipal bond insurance policy insuring the payment of the Principal Amount of and interest on the Refunding Bonds.

(e) "*Bond Obligation*" means, from time to time as of the date of calculation, with respect to any Bond, the Principal Amount thereof.

(f) *"Bond Payment Date"* means (i) with respect to interest payments, the payment dates specified in the Purchase Contract, and (ii) with respect to Principal payments on the Bonds, the dates provided in the Purchase Contract.

(g) *"Bond Register"* means the listing of names and addresses of the current registered owners of the Bonds, as maintained by the Paying Agent in accordance with Section 7 hereof.

(h) *"Business Day"* means a day which is not a Saturday, Sunday or a day on which banking institutions in the State or the State of New York and the New York Stock Exchange are authorized or required to be closed.

(i) *"Costs of Issuance"* means all of the costs of issuing the Refunding Bonds, including, but not limited to, all printing and document preparation expenses in connection with this Resolution, the Refunding Bonds and the Official Statement pertaining to the Refunding Bonds and any and all other agreements, instruments, certificates or other documents prepared in connection therewith; financial advisory fees; underwriter's fees; rating agency fees; auditor's fees; CUSIP service bureau charges; legal fees and expenses of counsel with respect to the financing; the initial fees and expenses of the Paying Agent; fees for credit enhancement relating to the Refunding Bonds; the verification agent; and other fees and expenses incurred in connection with the issuance of the Refunding Bonds, to the extent such fees and expenses are approved by the District.

(j) *"County"* means County of Los Angeles, California.

(k) *"Date of Issuance"* means the date on which the Refunding Bonds are delivered to the Underwriter.

(l) *"Depository"* means the securities depository acting as Depository pursuant to Section 5(c) hereof.

(m) *"District"* means the Manhattan Beach Unified School District.

(n) *"DTC"* means The Depository Trust Company, New York, New York, a limited purpose trust company organized under the laws of the State of New York in its capacity as securities depository for the Refunding Bonds.

(o) *"Escrow Agreement"* means the Escrow Agreement relating to the Prior Bonds by and between the District and U.S. Bank National Association, as escrow bank, or any successor escrow bank thereunder.

(p) *"Escrow Bank"* means U.S. Bank National Association, or such other institution appointed by the District as set forth in a certificate of an Authorized Officer.

(q) *"Escrow Fund"* means the Escrow Fund established under the Escrow Agreement.

(r) *"Government Obligations"* shall have the meaning set forth in Section 16 hereof.

(s) "*Information Services*" means the Electronic Municipal Market Access System operated by the Municipal Securities Rulemaking Board; or, in accordance with then-current guidelines of the Securities and Exchange Commission, such other services providing information with respect to called bonds as the District or the Paying Agent may select.

(t) "*Nominee*" means the nominee of the Depository, which may be the Depository, as determined from time to time pursuant to Section 5(c) hereof.

(u) "*Outstanding*," when used with reference to the Refunding Bonds, means, as of any date, Refunding Bonds theretofore issued or thereupon being issued under this Resolution except:

(i) Refunding Bonds canceled at or prior to such date;

(ii) Refunding Bonds in lieu of or in substitution for which other refunding bonds shall have been delivered pursuant to this Resolution; or

(iii) Refunding Bonds for the payment or redemption of which funds or Government Obligations in the necessary amount shall have been set aside (whether on or prior to the maturity or redemption date of such Refunding Bonds), in accordance with Section 16 of this Resolution.

(v) "*Owner*" means the registered owner of a Refunding Bond as set forth on the registration books maintained by the Paying Agent pursuant to Section 7 hereof.

(w) "*Participants*" means those broker-dealers, banks and other financial institutions from time to time for which the Depository holds book-entry certificates as securities depository.

(x) "*Paying Agent*" means the Treasurer and Tax Collector of the County and its agent bank, initially U.S. Bank National Association, or such other institution that the Superintendent shall appoint to act as paying agent for the Refunding Bonds.

(y) "*Principal*" or "*Principal Amount*" means, with respect to any Bond, the principal or principal amount thereof.

(z) "*Purchase Contract*" means the Purchase Contract by and between the District and the Underwriter relating to the Refunding Bonds.

(aa) "*Record Date*" means the close of business on the fifteenth day of the month preceding each Bond Payment Date.

(bb) "*Refunded Bonds*" means the outstanding Prior Bonds designated in the Escrow Agreement as the Prior Bonds to be refunded with a portion of the proceeds of the Refunding Bonds.

(cc) "*Securities Depositories*" means The Depository Trust Company, 55 Water Street, New York, New York 10041, Attn: Redemption Area, Call Notification Department, Telephone: (212) 855-3274, Facsimile transmission: (212) 855-7232, (212) 855-7233, or such other securities depositories as are designated by the District or the Paying Agent and whose business is to

perform the functions of a clearing agency with respect to exempted securities, as defined in Section 3(a)(12) of the Securities Exchange Act of 1934, and who is registered as a clearing agency under Section 17A of the Act.

(dd) "*Transfer Amount*" means, with respect to any Outstanding Bond, the aggregate Principal Amount.

Section 5. Terms of the Refunding Bonds.

(a) Denomination, Interest, Dated Dates. The Refunding Bonds shall be issued as bonds registered as to both principal and interest, in the denominations of \$5,000 Principal Amount or any integral multiple thereof.

Each Bond shall be dated its Date of Issuance (or such other date designated in the Purchase Contract) and shall bear interest from the Bond Payment Date next preceding the date of authentication thereof unless it is authenticated as of a day during the period from the 16th day of the month next preceding any Bond Payment Date to that Bond Payment Date, inclusive, in which event it shall bear interest from such Bond Payment Date, or unless it is authenticated on or before the first Record Date, in which event it shall bear interest from its dated date (or such other date designated in the Purchase Contract); provided, however, that, if at the time of registration of any Bond interest with respect thereto is in default, interest with respect thereto shall be payable from the Bond Payment Date to which interest has previously been paid or made available for payment.

Each Bond shall be issued in fully registered form and shall mature in the years, be issued in the amounts and bear interest at the rates set forth in the Purchase Contract. Interest on the Bonds shall be computed on the basis of a 360 day year consisting of twelve 30 day months.

Principal and interest on the Refunding Bonds shall be paid in accordance with Section 8 below.

The last maturity date of the Refunding Bonds shall be not later than the date of the last maturity of the Refunded Bonds.

(b) Redemption.

(i) Terms of Redemption. The Refunding Bonds shall be subject to redemption prior to maturity as provided in the Purchase Contract.

(ii) Selection of Refunding Bonds for Redemption. Whenever provision is made in this Resolution for the optional redemption of Refunding Bonds and less than all Outstanding Refunding Bonds are to be redeemed, the Paying Agent, upon written instruction from the District, shall select one or more maturities of Refunding Bonds for redemption in accordance with such written instructions. Within a maturity, the Paying Agent shall select Refunding Bonds for redemption by lot. Redemption by lot shall be in such manner as the Paying Agent shall determine; provided, however, that the portion of any Bond to be redeemed in part shall be in the Principal Amount of \$5,000 or any integral multiple thereof.

(iii) Notice of Redemption. When redemption is authorized or required pursuant to Section 5(b)(i) hereof, the Paying Agent, upon written instruction from the District, shall give notice (a "Redemption Notice") of the redemption of the Refunding Bonds by first class mail,

postage prepaid to each Owner of the Refunding Bonds at the addresses appearing on the Bond registration books at least 30 but not more than 60 days prior to the redemption date, or, so long as the Refunding Bonds are registered in the name of the Nominee, in such manner as complies with the requirements of the Depository. In the case of any optional redemption, the Paying Agent shall mail a notice of redemption only following receipt of written instructions from the District to mail such notice. Such Redemption Notice shall specify: (a) the Refunding Bonds or designated portions thereof (in the case of redemption of the Refunding Bonds in part but not in whole) which are to be redeemed, (b) the date of redemption, (c) the place or places where the redemption will be made, including the name and address of the Paying Agent, (d) the redemption price, (e) the CUSIP numbers (if any) assigned to the Refunding Bonds to be redeemed, (f) the numbers of the Refunding Bonds to be redeemed in whole or in part and, in the case of any Refunding Bond to be redeemed in part only, the Principal Amount, of such Refunding Bond to be redeemed, and (g) the original issue date, interest rate and stated maturity date of each Refunding Bond to be redeemed in whole or in part. Such Redemption Notice shall further state that on the specified date there shall become due and payable upon each Refunding Bond or portion thereof being redeemed the redemption price thereof, together with the interest accrued to the redemption date and that from and after such date, interest with respect thereto shall cease to accrue. Such Redemption Notice (and related notices) may state that no representation is made as to the accuracy or correctness of the CUSIP numbers printed thereon or on the Refunding Bonds.

In case of the redemption as permitted herein of all the Refunding Bonds of any one maturity then Outstanding, notice of redemption shall be given as herein provided, except that the Redemption Notice need not specify the serial numbers of the Refunding Bonds of such maturity.

Any Redemption Notice for an optional redemption of the Refunding Bonds delivered in accordance with this section may be conditional, and, if any condition stated in the Redemption Notice shall not have been satisfied on or prior to the redemption date: (i) the Redemption Notice shall be of no force and effect, (ii) the District shall not be required to redeem such Refunding Bonds, (iii) the redemption shall not be made, and (iv) the Paying Agent shall within a reasonable time thereafter give notice to the persons in the manner in which the conditional Redemption Notice was given that such condition or conditions were not met and that the redemption was canceled.

Neither the failure to receive a Redemption Notice nor any defect in any such Redemption Notice so given shall affect the sufficiency of the proceedings for the redemption of the affected Refunding Bonds.

(iv) Additional Notice. In addition to the Redemption Notice given pursuant to Section 5(b)(iii), further notice shall be giving by the Paying Agent as set out below, but no defect in said further notice nor any failure to give all or any portion of such further notice shall in any manner defeat the effectiveness of a call for redemption if notice thereof is given as above prescribed.

Each further notice of redemption shall be sent at least thirty (30) days before the redemption date by registered or certified mail or overnight delivery service, or in such other manner as is approved by the recipient of such notice, to the Securities Depositories and to the Information Services; provided that, if the Securities Depositories are other than DTC and the

Information Services are other than the Municipal Securities Rulemaking Board, the District shall designate the recipients in a written notice to the Paying Agent.

Upon the payment of the redemption price of Refunding Bonds being redeemed, each check or other transfer of funds issued for such purpose shall bear the CUSIP number identifying, by issue and maturity, the Refunding Bonds being redeemed with the proceeds of such check or other transfer.

(v) Partial Redemption of Refunding Bonds. Upon the surrender of any Refunding Bond redeemed in part only, the Paying Agent shall execute and deliver to the Owner thereof a new Refunding Bond or Refunding Bonds of like tenor and maturity and of authorized denominations equal in Transfer Amount to the unredeemed portion of the Refunding Bond surrendered. Such partial redemption shall be valid upon payment of the amount required to be paid to such Owner, and the District shall be released and discharged thereupon from all liability to the extent of such payment.

(vi) Effect of Notice of Redemption. Notice having been given as aforesaid, and the moneys for the redemption (including the interest to the applicable date of redemption) having been set aside in the District's Debt Service Fund, the Refunding Bonds to be redeemed shall become due and payable on such date of redemption. Upon the payment of the redemption price of Refunding Bonds being redeemed, each check or other transfer of funds issued for such purpose shall bear the CUSIP number identifying, by issue and maturity, the Refunding Bonds being redeemed with the proceeds of such check or other transfer.

If on such redemption date, money for the redemption of all the Refunding Bonds to be redeemed as provided in Section 5(b) hereof, together with interest to such redemption date, shall be held by the Paying Agent so as to be available therefor on such redemption date, and if a Redemption Notice shall have been given as herein provided, then from and after such redemption date, interest with respect to the Refunding Bonds to be redeemed shall cease to accrue and become payable. All money held by or on behalf of the Paying Agent for the redemption of Refunding Bonds shall be held in trust for the account of the Owners of the Refunding Bonds so to be redeemed.

All Refunding Bonds paid at maturity or redeemed prior to maturity pursuant to the provisions of this Section 5 shall be cancelled upon surrender thereof and be delivered to or upon the order of the District. All or any portion of a Refunding Bond purchased by the District shall be cancelled by the Paying Agent.

(vii) Refunding Bonds No Longer Outstanding. When any Refunding Bonds (or portions thereof), which have been duly called for redemption prior to maturity under the provisions of this Resolution, or with respect to which irrevocable instructions to call for redemption prior to maturity at the earliest redemption date have been given to the Paying Agent, in form satisfactory to it, and sufficient moneys shall be held by the Paying Agent or an escrow agent appointed by the District irrevocably in trust for the payment of the redemption price of such Refunding Bonds or portions thereof, and, accrued interest with respect thereto to the date fixed for redemption, all as provided in this Resolution, then such Refunding Bonds shall no longer be deemed Outstanding and shall be surrendered to the Paying Agent for cancellation on the applicable redemption date.

(c) Book-Entry System.

(i) Except as provided below, the registered owner of all of the Refunding Bonds shall be The Depository Trust Company, New York, New York ("DTC"), and the Refunding Bonds shall be registered in the name of Cede & Co., as nominee for DTC. The Refunding Bonds shall be initially executed and delivered in the form of a single, fully registered Refunding Bond for each maturity (which may be typewritten). Upon initial execution and delivery, as provided for herein, the ownership of such Refunding Bond shall be registered in the Bond Register in the name of the Nominee identified below as nominee of DTC, and its successors and assigns. Except as hereinafter provided, all of the Outstanding Refunding Bonds shall be registered in the Bond Register in the name of the nominee of the Depository, which may be the Depository, as determined from time to time pursuant to the Section (the "Nominee"). Each Refunding Bond certificate shall bear a legend substantially to the following effect: "UNLESS THIS BOND IS PRESENTED BY AN AUTHORIZED REPRESENTATIVE OF THE DEPOSITORY TO THE BOND REGISTRAR FOR REGISTRATION OF TRANSFER, EXCHANGE, OR PAYMENT, AND ANY BOND ISSUED IS REGISTERED IN THE NAME OF CEDE & CO. OR IN SUCH OTHER NAME AS IS REQUESTED BY AN AUTHORIZED REPRESENTATIVE OF THE DEPOSITORY (AND ANY PAYMENT IS MADE TO CEDE & CO. OR TO SUCH OTHER ENTITY AS IS REQUESTED BY AN AUTHORIZED REPRESENTATIVE OF THE DEPOSITORY), ANY TRANSFER, PLEDGE, OR OTHER USE HEREOF FOR VALUE OR OTHERWISE BY OR TO ANY PERSON IS WRONGFUL INASMUCH AS THE REGISTERED OWNER HEREOF, CEDE & CO., HAS AN INTEREST HEREIN."

With respect to the Refunding Bonds registered in the Bond Register in the name of the Nominee, neither the District nor the Paying Agent shall have any responsibility or obligation to any broker-dealers, banks and other financial institutions from time to time for which the Depository holds Refunding Bonds as securities depository (the "Participant") or to any person on behalf of which such a Participant holds an interest in the Refunding Bonds. Without limiting the immediately preceding sentence, neither the District nor the Paying Agent shall have any responsibility or obligation (unless the District is at such time the Depository) with respect to (a) the accuracy of the records of the Depository, the Nominee, or any Participant with respect to any ownership interest in the Refunding Bonds, (b) the delivery to any Participant or any other person, other than an Owner of a Refunding Bond as shown in the Bond Register, of any notice with respect to the Refunding Bonds, including any notice of redemption, (c) the selection by the Depository and its Participants of the beneficial interests in the Refunding Bonds to be redeemed in the event the District redeems the Refunding Bonds in part, or (d) the payment to any Participant or any other person, other than an Owner of a Refunding Bond as shown in the Bond Register, of any amount with respect to Principal of or interest on the Refunding Bonds. The District and the Paying Agent may treat and consider the person in whose name each Refunding Bond is registered in the Bond Register as the holder and absolute owner of such Refunding Bond for the purpose of payment of Principal and interest with respect to such Refunding Bond, for the purpose of giving notices of redemption, if applicable, and other matters with respect to such Refunding Bond, for the purpose of registering transfers with respect to such Refunding Bond, and for all other purposes whatsoever. The Paying Agent shall pay all Principal of and interest on the Refunding Bonds only to or upon the order of the respective Owner of the Refunding Bond, as shown in the Bond Register, or his respective attorney duly authorized in writing, and all such payments shall be valid and effective to fully satisfy and discharge the District's obligations with respect to payment of Principal of and interest on the Refunding Bonds to the extent of the sum or sums so paid. No person other than an Owner of a Refunding Bond, as shown in the Bond Register, shall receive a Refunding Bond

evidencing the obligation of the District to make payments of Principal and interest. Upon delivery by the Depository to the Owners of the Refunding Bonds, and the District of written notice to the effect that the Depository has determined to substitute a new nominee in place of the Nominee, and subject to the provisions herein with respect to Record Dates, the word Nominee in this Resolution shall refer to such substitute nominee of the Depository.

(ii) In order to qualify the Refunding Bonds for the Depository's book-entry system, the District has executed and delivered to the Depository a Representation Letter. The execution and delivery of the Representation Letter shall not in any way limit the provisions of this Section or in any other way impose upon the District any obligation whatsoever with respect to persons having interests in the Refunding Bonds other than the owners of the Refunding Bonds, as shown on the Bond Register. In addition, to the execution and delivery of the Representation Letter, the District shall take such other actions, not inconsistent with this Resolution, as are reasonably necessary to qualify the Refunding Bonds for the Depository's book-entry program.

(iii) If at any time the Depository notifies the District that it is unwilling or unable to continue as Depository with respect to the Refunding Bonds or if at any time the Depository shall no longer be registered or in good standing under the Securities Exchange Act or other applicable statute or regulation and a successor Depository is not appointed by the Treasurer and Tax Collector of Los Angeles County within 90 days after the District receives notice or become aware of such condition, as the case may be, subsection (a) hereof shall no longer be applicable and the District shall deliver new fully-registered book-entry securities with respect to the Refunding Bonds as provided below. In addition, the District may determine at any time that the Refunding Bonds shall no longer be represented by book-entry securities and that the provisions of subsection (a) hereof shall no longer apply to the Refunding Bonds. In any such event, the District shall execute and deliver certificates representing the Refunding Bonds as provided below. Refunding Bonds issued in exchange for book-entry securities pursuant to this subsection (c) shall be registered in such names and delivered in such denominations as the Depository shall instruct the District. The District shall deliver such bonds representing the Refunding Bonds to the persons in whose names such Bonds are so registered.

If the District determines to replace the Depository with another qualified securities depository, the District shall prepare or cause to be prepared new fully-registered book-entry securities for each of the maturities of the Refunding Bonds, registered in the name of such successor or substitute securities depository or its nominee, or make such other arrangements as are acceptable to the District and such securities depository and not inconsistent with the terms of this Resolution.

Notwithstanding any other provisions of this Resolution to the contrary, so long as any Refunding Bond is registered in the name of the Nominee, all payments with respect to Principal of, and interest on such Refunding Bond and all notices with respect to such Refunding Bond shall be made and given, respectively, as provided in the Representation Letter or as otherwise instructed by the Depository and acceptable to the District.

(d) The initial Depository under this Section 5(c) shall be DTC. The initial Nominee shall be Cede & Co., as Nominee of DTC.

Section 6. Execution of Bonds. The Refunding Bonds shall be signed by the President of the Board of Trustees of the District and the Clerk of the Board of Trustees by their manual or

facsimile signatures each in their official capacities. In case any one or more of the officers who shall have signed any of the Refunding Bonds shall cease to be such officer before the Refunding Bonds so signed and sealed shall have been issued by the District, such Refunding Bonds may, nevertheless, be issued, as herein provided, as if the persons who signed such Refunding Bonds had not ceased to hold such offices. No Refunding Bond shall be valid or obligatory for any purpose or shall be entitled to any security or benefit under this Resolution unless and until the certificate of authentication printed on the Refunding Bond is signed by the Paying Agent as authenticating agent. Authentication by the Paying Agent shall be conclusive evidence that the Refunding Bond so authenticated has been duly issued, signed and delivered under this Resolution and is entitled to the security and benefit of this Resolution.

Section 7. Paying Agent; Transfer and Exchange. This Board does hereby appoint the Paying Agent to act as the authenticating agent, paying agent and transfer agent for the Refunding Bonds. The District may at any time, with or without cause, remove the current Paying Agent and appoint a replacement.

So long as any of the Refunding Bonds remain unpaid, the District will cause the Paying Agent to maintain and keep at its principal office all books and records necessary for the registration, exchange and transfer of the Refunding Bonds as provided in this Section. Subject to the provisions of Section 8 below, the person in whose name a Refunding Bond is registered on the Bond Register shall be regarded as the absolute owner of that Refunding Bond for all purposes of this Resolution. Payment of or on account of the Principal of and interest on any Refunding Bond shall be made only to or upon the order of that person; neither the District nor the Paying Agent shall be affected by any notice to the contrary, but the registration may be changed as provided in this Section. All such payments shall be valid and effectual to satisfy and discharge the District's liability upon the Refunding Bonds, including interest, to the extent of the amount or amounts so paid.

Any Refunding Bond may be exchanged for Refunding Bonds of like tenor, maturity and Transfer Amount upon presentation and surrender at the principal office of the Paying Agent designated for such purpose, together with a request for exchange signed by the Owner or by a person legally empowered to do so in a form satisfactory to the Paying Agent. A Refunding Bond may be transferred on the Bond Register only upon presentation and surrender of the Refunding Bond at the principal office of the Paying Agent designated for such purpose together with an assignment executed by the Owner or by a person legally empowered to do so in a form satisfactory to the Paying Agent. Upon exchange or transfer, the Paying Agent shall complete, authenticate and deliver a new Refunding Bond or Refunding Bonds of like tenor and of any authorized denomination or denominations requested by the Owner equal to the Transfer Amount of the Refunding Bond surrendered and bearing interest at the same rate and maturing on the same date.

If manual signatures on behalf of the District are required in connection with an exchange or transfer, the Paying Agent shall undertake the exchange or transfer of Refunding Bonds only after the new Refunding Bonds are signed by the authorized officers of the District. In all cases of exchanged or transferred Refunding Bonds, the District shall sign and the Paying Agent shall authenticate and deliver Refunding Bonds in accordance with the provisions of this Resolution. All fees and costs of transfer shall be paid by the requesting party. Those charges may be required to be paid before the procedure is begun for the exchange or transfer. All Refunding Bonds issued upon any exchange or transfer shall be valid obligations of the District, evidencing the same debt, and entitled to the same security and benefit under this Resolution as the Refunding Bonds surrendered upon that exchange or transfer.

Any Refunding Bond surrendered to the Paying Agent for payment, retirement, exchange, replacement or transfer shall be cancelled by the Paying Agent. The District may at any time deliver to the Paying Agent for cancellation any previously authenticated and delivered Refunding Bonds that the District may have acquired in any manner whatsoever, and those Refunding Bonds shall be promptly cancelled by the Paying Agent. Written reports of the surrender and cancellation of Refunding Bonds shall be made to the District by the Paying Agent at least twice each calendar year. The cancelled Refunding Bonds shall be retained for a period of time and then returned to the District or destroyed by the Paying Agent as directed by the District.

Neither the District nor the Paying Agent will be required (a) to issue or transfer any Refunding Bonds during a period beginning with the opening of business on the fifteenth day next preceding any date of selection of Refunding Bonds to be redeemed and ending with the close of business on the day on which the applicable notice of redemption is given, or (b) to transfer any Refunding Bonds which have been selected or called for redemption in whole or in part.

In case any Refunding Bond secured hereby shall become mutilated or destroyed, stolen or lost, the Paying Agent shall cause to be executed and authenticated a new Refunding Bond of like date and tenor in exchange and substitution for and upon the cancellation of such mutilated Refunding Bond or in lieu of and in substitution for such Refunding Bond mutilated, destroyed, stolen or lost, upon the Owner's paying the reasonable expenses and charges in connection therewith, and, in the case of a Refunding Bond destroyed, stolen or lost, such Owner's filing with the Paying Agent and the District of evidence satisfactory to them that such Refunding Bond was destroyed, stolen or lost, and/or such Owner's ownership thereof in furnishing the Paying Agent and District with indemnity satisfactory to each of them.

Any new Refunding Bonds issued pursuant to this Section 7 in substitution for Refunding Bonds alleged to be destroyed, stolen or lost shall constitute original additional contractual obligations on the part of the District, whether or not the Refunding Bonds so alleged to be destroyed, stolen or lost are at any time enforceable by anyone, and shall be equally secured by and entitled to equal and proportionate benefits with all other Refunding Bonds issued under this Resolution in any moneys or securities held by the Paying Agent for the benefit of the Owners of the Refunding Bonds.

Section 8. Payment. Payment of interest on any Refunding Bond shall be made to the person appearing on the registration books of the Paying Agent as the Owner thereof as of the Record Date immediately preceding the applicable Bond Payment Date, such interest to be paid by check mailed to such Owner on the Bond Payment Date at his address as it appears on such registration books or at such other address as he may have filed with the Paying Agent for that purpose on or before the Record Date. The Owner in an aggregate Principal Amount of \$1,000,000 or more may request in writing to the Paying Agent that such Owner be paid interest by wire transfer to the bank and account number on file with the Paying Agent as of the Record Date. The Principal, and redemption premiums, if any, payable on the Refunding Bonds shall be payable upon maturity or redemption upon surrender at the principal office of the Paying Agent. The interest, Principal and redemption premiums, if any, on the Refunding Bonds shall be payable in lawful money of the United States of America. The Paying Agent is hereby authorized to pay the Refunding Bonds when duly presented for payment at maturity, and to cancel all Refunding Bonds upon payment thereof.

Section 9. Form of Refunding Bonds. The Refunding Bonds shall be in substantially the following form, allowing those officials executing the Refunding Bonds to make the insertions and

deletions necessary to conform the Refunding Bonds to this Resolution and the Purchase Contract, as applicable, and the Official Statement and to correct any defect inconsistent or provision therein or to cure any ambiguity or omission therein.

(Form of Bond)

UNLESS THIS BOND IS PRESENTED BY AN AUTHORIZED REPRESENTATIVE OF THE DEPOSITORY TO THE BOND REGISTRAR FOR REGISTRATION OF TRANSFER, EXCHANGE, OR PAYMENT, AND ANY BOND ISSUED IS REGISTERED IN THE NAME OF CEDE & CO. OR IN SUCH OTHER NAME AS IS REQUESTED BY AN AUTHORIZED REPRESENTATIVE OF THE DEPOSITORY (AND ANY PAYMENT IS MADE TO CEDE & CO. OR TO SUCH OTHER ENTITY AS IS REQUESTED BY AN AUTHORIZED REPRESENTATIVE OF THE DEPOSITORY), ANY TRANSFER, PLEDGE, OR OTHER USE HEREOF FOR VALUE OR OTHERWISE BY OR TO ANY PERSON IS WRONGFUL INASMUCH AS THE REGISTERED OWNER HEREOF, CEDE & CO., HAS AN INTEREST HEREIN.

REGISTERED
NO.

REGISTERED
\$

MANHATTAN BEACH UNIFIED SCHOOL DISTRICT
(LOS ANGELES COUNTY, CALIFORNIA)
2013 GENERAL OBLIGATION REFUNDING BONDS
(ELECTION OF 2000, SERIES A)
(FEDERALLY TAXABLE)

<u>INTEREST RATE:</u>	<u>MATURITY DATE:</u>	<u>DATE OF</u> <u>ISSUANCE:</u>	<u>CUSIP:</u>
_____%	September 1, 20__	_____, 2013	

REGISTERED OWNER: CEDE & CO.

PRINCIPAL AMOUNT:

The Manhattan Beach Unified School District (the "District") in Los Angeles County, California (the "County"), for value received, promises to pay to the Registered Owner named above, or registered assigns, the Principal Amount on the Maturity Date, each as stated above, and interest thereon until the Principal Amount is paid or provided for at the Interest Rate stated above, on March 1 and September 1 of each year (the "Bond Payment Dates"), commencing September 1, 2013. This bond is a bond of the District and will bear interest from the Bond Payment Date next preceding the date of authentication hereof unless it is authenticated as of a day during the period from the 16th day of the month next preceding any Bond Payment Date to the Bond Payment Date, inclusive, in which event it shall bear interest from such Bond Payment Date, or unless it is authenticated on or before August 15, 2013, in which event it shall bear interest from the Date of Issuance. Principal and interest are payable in lawful money of the United States of America, without deduction for the paying agent services, to the person in whose name this bond (or, if applicable, one or more predecessor bonds) is registered (the "Registered Owner") on the register (the "Register") maintained by the Paying Agent, initially the Treasurer and Tax Collector of Los Angeles County, as Paying Agent, through its agent, U.S. Bank National Association. Principal is payable upon presentation and surrender of this bond at the designated office of the Paying Agent. Interest is payable by check mailed by the Paying Agent on each Bond Payment Date to the Registered Owner of this bond (or one or more predecessor bonds) as shown and at the address

appearing on the Register at the close of business on the 15th day of the calendar month next preceding that Bond Payment Date (the "Record Date"). The Owner of Bonds in the aggregate principal amount of \$1,000,000 or more may request in writing to the Paying Agent that the Owner be paid interest by wire transfer to the bank and account number on file with the Paying Agent as of the Record Date.

This bond is one of an authorization of bonds issued by the Manhattan Beach Unified School District pursuant to Articles 9 and 11 of Chapter 3 of Part 1 of Division 2 of Title 5 of the California Government Code (the "Act") for the purpose of refunding all of the outstanding Manhattan Beach Unified School District (County of Los Angeles, California) 2004 General Obligation Refunding Bonds, and to pay all necessary legal, financial, and contingent costs in connection therewith. The bonds are being issued under authority of and pursuant to the Act, the laws of the State of California, and the resolution of the Board of Trustees of the District adopted on May 1, 2013 (the "Bond Resolution"). Any capitalized terms not defined herein shall have the meaning set forth in the Bond Resolution. This bond and the issue of which this bond is one are payable as to both principal and interest from the proceeds of the levy of *ad valorem* taxes on all property subject to such taxes in the District, which taxes are unlimited as to rate or amount. The bonds of this issue are general obligation bonds of the District. The bonds will be secured by the *ad valorem* taxes on a parity with the other general obligation bonds of the District that remain outstanding.

The bonds of this issue are being issued in the Principal Amount of \$_____.

This bond is exchangeable and transferable for bonds of like tenor, maturity and Transfer Amount and in authorized denominations at the designated office of the Paying Agent, by the Registered Owner or by a person legally empowered to do so, upon presentation and surrender hereof to the Paying Agent, together with a request for exchange or an assignment signed by the Registered Owner or by a person legally empowered to do so, in a form satisfactory to the Paying Agent, all subject to the terms, limitations and conditions provided in the Bond Resolution. All fees and costs of transfer shall be paid by the transferor. The District and the Paying Agent may deem and treat the Registered Owner as the absolute owner of this bond for the purpose of receiving payment of or on account of principal or interest and for all other purposes, and neither the District nor the Paying Agent shall be affected by any notice to the contrary.

Neither the District nor the Paying Agent will be required (a) to issue or transfer any bond during a period beginning with the opening of business on the 15th business day next preceding any date of selection of bonds to be redeemed and ending with the close of business on the day on which the applicable notice of redemption is given or (b) to transfer any bond which has been selected or called for redemption in whole or in part.

The bonds maturing on or before September 1, ____, are not subject to redemption prior to their maturity dates. The bonds maturing on or after September 1, ____, may be redeemed before maturity at the option of the District, from any source of funds, on September 1, ____, or on any date thereafter as a whole, or in part from such maturities as are selected by the District and by lot within a maturity. For the purposes of such selection, bonds will be deemed to consist of \$5,000 portions, and any such portion may be separately redeemed. The bonds called prior to maturity will be redeemed at a redemption price equal to the principal amount to be redeemed, together with accrued interest to the date of redemption, without premium.

Reference is made to the Bond Resolution for a more complete description of the provisions, among others, with respect to the nature and extent of the security for the bonds of this series, the rights, duties and obligations of the District, the Paying Agent and the Registered Owners, and the terms and conditions upon which the bonds are issued and secured. The Registered Owner of this bond assents, by acceptance hereof, to all of the provisions of the Bond Resolution.

The rights and obligations of the District and of the Owners of the bonds may be modified or amended at any time by a supplemental resolution adopted by the District in certain cases with the written consent of Owners of at least 60% in aggregate Bond Obligation of the outstanding bonds issued under the Resolution, exclusive of bonds, if any, owned by the District and in certain cases without the consent of the Owners as further specified in the Resolution.

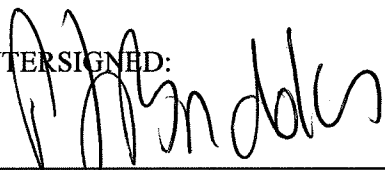
It is certified and recited that all acts and conditions required by the Constitution and laws of the State of California to exist, to occur and to be performed or to have been met precedent to and in the issuing of the bonds in order to make them legal, valid and binding general obligation bonds of the District, have been performed and have been met in regular and due form as required by law; that payment in full for the bonds has been received; that no statutory or constitutional limitation on indebtedness or taxation has been exceeded in issuing the bonds; and that due provision has been made for levying and collecting *ad valorem* property taxes on all of the taxable property within the District in an amount sufficient to pay principal and interest on the bonds when due.

This bond shall not be valid or obligatory for any purpose and shall not be entitled to any security or benefit under the Bond Resolution until the Certificate of Authentication below has been signed.

IN WITNESS WHEREOF, the Manhattan Beach Unified School District, Los Angeles County, California, has caused this bond to be executed by the manual or facsimile signature of the President of the Board of Trustees of the District and to be countersigned by manual or facsimile signature of the Clerk of the Board of Trustees of the District, all as of the date stated above.

MANHATTAN BEACH UNIFIED SCHOOL
DISTRICT

By 
President of the Board of Trustees

COUNTERSIGNED: 

Clerk of the Board of Trustees

CERTIFICATE OF AUTHENTICATION

This bond is one of the bonds described in the Bond Resolution referred to herein which has been authenticated and registered on _____.

TREASURER AND TAX COLLECTOR OF
LOS ANGELES COUNTY, as Paying Agent

By: U.S. BANK NATIONAL ASSOCIATION, as
agent

By: _____
Its: Authorized Signatory

ASSIGNMENT

For value received, the undersigned sells, assigns and transfers to (print or typewrite name, address and zip code of Transferee): _____ this bond and irrevocably constitutes and appoints attorney to transfer this bond on the books for registration thereof, with full power of substitution in the premises.

Dated: _____

Signature Guaranteed:

Notice: The assignor's signature to this assignment must correspond with the name as it appears upon the face of the within bond in every particular, without alteration or any change whatever, and the signature(s) must be guaranteed by an eligible guarantor institution.

Social Security Number, Taxpayer Identification Number or other identifying number of Assignee: _____.

LEGAL OPINION

The following is a true copy of the opinion rendered by Stradling Yocca Carlson & Rauth, a Professional Corporation in connection with the issuance of, and dated as of the date of the original delivery of, the bonds. A signed copy is on file in my office.

(Facsimile)

Clerk of the Board of Trustees

Section 10. Delivery of Refunding Bonds. The proper officials of the District shall cause the Refunding Bonds to be prepared and, following their sale, shall have the Refunding Bonds signed and delivered to the Underwriter upon payment of the purchase price therefor in immediately available funds.

Section 11. Application of Proceeds of Refunding Bonds. Proceeds from the sale of the Refunding Bonds received by the District shall be transferred to the Escrow Bank for deposit in the Escrow Fund established under the Escrow Agreement in an amount sufficient to defease the Refunded Bonds, all as set forth in a certificate of an Authorized Officer. Proceeds from the sale of the Refunding Bonds in an amount sufficient to pay all costs of issuing the Refunding Bonds not being paid by the Underwriter shall be deposited in the fund of the District known as the "Manhattan Beach Unified School District 2013 General Obligation Refunding Bond Cost of Issuance Fund (Election of 2000, Series A)" (the "Cost of Issuance Fund") and shall be kept separate and distinct from all other District funds, and those proceeds shall be used solely for the purpose of paying costs of issuance of the Refunding Bonds. The Cost of Issuance Fund may at the discretion of the District be held by the Paying Agent or the County or at a bank selected by the District for such purpose and approved by an Authorized Officer.

Any accrued interest received by the District from the sale of the Refunding Bonds shall be kept separate and apart in the fund hereby created and established and to be designated as the "Manhattan Beach Unified School District 2013 General Obligation Refunding Bond Debt Service Fund (Election of 2000, Series A)" (the "Debt Service Fund") for the Refunding Bonds and used only for payments of principal and interest on the Refunding Bonds. The Debt Service Fund may, at the discretion of the District, be held by the County or the Paying Agent. Any excess proceeds of the Refunding Bonds not needed for the authorized purposes set forth herein for which the Refunding Bonds are being issued shall be transferred to the Debt Service Fund and applied to the payment of principal and interest on the Refunding Bonds. If, after payment in full of the Refunding Bonds, there remain excess proceeds, any such excess amounts shall be transferred to the general fund of the District.

Money on deposit in the debt service fund established for the Refunded Bonds collected to make the debt service payments on the Refunded Bonds may either be used to pay the interest or principal due on the Refunded Bonds, may be transferred to the Escrow Fund and applied as set forth in the Escrow Agreement or may be used to pay principal and interest due, if any, on the Refunding Bonds as directed, in writing, by an Authorized Officer.

Notwithstanding any of the foregoing, the provisions of this Section 11 as they relate to the dispersal and allocation of moneys on deposit in the debt service fund established for the Refunded Bonds and the provisions of this Section 11 as they relate to the application of any proceeds from the sale of the Refunding Bonds may be amended by the Purchase Contract so long as the transactions contemplated by such amendment are in compliance with the provisions of the Act.

Interest earned on the investment of monies held in the Debt Service Fund shall be retained in the Debt Service Fund and used to pay principal and interest on the Refunding Bonds when due.

Section 12. Security for the Refunding Bonds. The Refunding Bonds are general obligation bonds of the District. There shall be levied on all the taxable property in the District, in addition to all other taxes, a continuing direct *ad valorem* tax annually during the period the Refunding Bonds are outstanding in an amount sufficient to pay the Principal of and interest on the

Refunding Bonds when due, which monies when collected will be placed in the Debt Service Fund of the District, which *ad valorem* taxes, together with the amounts on deposit in the Debt Service Fund, are irrevocably pledged for the payment of the Principal of and interest on the Refunding Bonds when and as the same fall due. The District covenants to cause the County to take all actions necessary to levy such *ad valorem* tax and to cause the proceeds from such levy to be deposited as described above and be transferred to the Debt Service Fund to pay the Principal of and interest on the Refunding Bonds when and as the same fall due.

Section 13. Conditions Precedent. This Board determines that all acts and conditions necessary to have been met precedent to and in the issuing of the Refunding Bonds in order to make them legal, valid and binding general obligation bonds of the District have been performed and have been met, or will at the time of delivery of the Refunding Bonds have been performed and have been met, in regular and due form as required by law; and that no statutory or constitutional limitation of indebtedness or taxation will have been exceeded in the issuance of the Refunding Bonds. Furthermore, the Board finds and determines pursuant to Section 53552 of the Act that the prudent management of the fiscal affairs of the District requires that it issue the Refunding Bonds without submitting the question of the issuance of the Refunding Bonds to a vote of the qualified electors of the District.

Section 14. Official Statement. The form of the Preliminary Official Statement (the "Preliminary Official Statement"), substantially in the form on file with the Clerk of the Board, is hereby approved, and each of the Authorized Officers, acting alone, is hereby authorized and directed, for and in the name and on behalf of the District, to deliver to the Underwriter the Preliminary Official Statement. Each of the Authorized Officers, acting alone, is hereby authorized and directed, for and in the name and on behalf of the District, to deem the Preliminary Official Statement "final" pursuant to Rule 15c2-12 of the Securities Exchange Act of 1934, prior to its distribution and to execute and deliver to the Underwriter a final Official Statement (the "Official Statement"), substantially in the form of the Preliminary Official Statement, with such changes therein, deletions therefrom and modifications thereto as the Authorized Officer executing the same shall approve. The Underwriter is hereby authorized to distribute copies of the Preliminary Official Statement to persons who may be interested in the purchase of the Refunding Bonds and is directed to deliver copies of the Official Statement to the purchasers of the Refunding Bonds. Execution of the Official Statement shall conclusively evidence the District's approval of such Official Statement.

Section 15. Insurance. Each of the Authorized Officers, acting alone, is hereby authorized to enter into negotiations to procure bond insurance for the Refunding Bonds and to purchase bond insurance if it will result in net debt service savings to the District. In the event the District purchases bond insurance for the Refunding Bonds or in the event that the Underwriter elects to purchase bond insurance at its option, and to the extent that the Bond Insurer makes payment of the Principal of or interest on the Refunding Bonds with respect to which it has made payment, it shall become the owner of such Refunding Bonds with the right to payment of Principal of or interest on the Refunding Bonds, and shall be fully subrogated to all of the Owners' rights, including the Owners' rights to payment thereof. To evidence such subrogation: (i) in the case of subrogation as to claims that were past due interest components, the Paying Agent shall note the Bond Insurer's rights as subrogee on the registration books for the Refunding Bonds maintained by the Paying Agent upon receipt of a copy of the cancelled check issued by the Bond Insurer for the payment of such interest to the Owners of the Refunding Bonds, and (ii) in the case of subrogation as to claims for past due Principal, the Paying Agent shall note the Bond Insurer as subrogee on the registration books for the

Refunding Bonds maintained by the Paying Agent upon surrender of the Refunding Bonds by the Owners thereof to the Bond Insurer or the insurance trustee for the Bond Insurer.

Section 16. Defeasance. All or any of the Refunding Bonds may be defeased prior to maturity in the following ways:

(a) Cash: by irrevocably depositing with the Paying Agent, or an independent escrow agent selected by the District, an amount of cash which together with amounts then on deposit in the Debt Service Fund (as hereinafter defined), is sufficient to pay any or all Refunding Bonds designated for defeasance, including all principal and interest and premium, if any; or

(b) Government Obligations: by irrevocably depositing with the Paying Agent, or an independent escrow agent selected by the District, noncallable Government Obligations together with cash, if required, in such amount as will, in the opinion of an independent certified public accountant, together with interest to accrue thereon and moneys then on deposit in the Debt Service Fund together with the interest to accrue thereon, be fully sufficient to pay and discharge all Refunding Bonds designated for defeasance (including all principal and interest represented thereby and redemption premiums, if any) at or before their maturity date;

then, notwithstanding that any Refunding Bonds so defeased shall not have been surrendered for payment, all obligations of the District with respect to the Refunding Bonds so defeased shall cease and terminate, except only the obligation of the District and the Paying Agent to pay or cause to be paid from funds deposited pursuant to paragraphs (a) or (b) of this Section, to the Owners of such Refunding Bonds not so surrendered and paid all sums due with respect thereto.

For purposes of this Section, Government Obligations shall mean:

Direct and general obligations of the United States of America (which may consist of obligations of the Resolution Funding Corporation that constitute interest strips), or obligations that are unconditionally guaranteed as to principal and interest by the United States of America, or "prerefunded" municipal obligations rated in the same rating category by Moody's Investors Service or Standard & Poor's as direct and general obligations of the United States of America. In the case of direct and general obligations of the United States of America, Government Obligations shall include evidences of direct ownership of proportionate interests in future interest or principal payments of such obligations. Investments in such proportionate interests must be limited to circumstances where (i) a bank or trust company acts as custodian and holds the underlying direct and general obligations of the United States of America; (ii) the owner of the investment is the real party in interest and has the right to proceed directly and individually against the obligor of the underlying direct and general obligations of the United States of America; and (iii) the underlying direct and general obligations of the United States of America are held in a special account, segregated from the custodian's general assets, and are not available to satisfy any claim of the custodian, any person claiming through the custodian, or any person to whom the custodian may be obligated; provided that such obligations are rated by Standard & Poor's Rating Services and Moody's Investors Service in the same rating category as the underlying direct and general obligations of the United States of America.

Section 17. Other Actions, Determinations and Approvals.

(a) Officers of the Board and staff are hereby authorized and directed, jointly and severally, to do any and all things and to execute and deliver any and all documents which they may deem necessary or advisable in order to proceed with the issuance of the Refunding Bonds and otherwise carry out, give effect to and comply with the terms and intent of this Resolution. Such actions heretofore taken by such officers, officials and staff are hereby ratified, confirmed and approved.

(b) The Board hereby finds and determines that (i) the prudent management of the fiscal affairs of the District requires that it issue the Refunding Bonds and (ii) the total net interest cost to maturity on the Refunding Bonds plus the principal amount of the Refunding Bonds will be less than the total net interest cost to maturity on the Refunded Bonds being refunded plus the principal amount of the Refunded Bonds being refunded.

(c) The Board anticipates that the Refunded Bonds being refunded will be paid on their redemption date of September 1, 2014.

(d) The Board hereby appoints U.S. Bank National Association as escrow bank for the Refunding Bonds.

(e) Each of the Authorized Officers, acting alone, is hereby authorized to take any and all actions necessary or desirable to allow the Underwriter to comply with Rule 15c2-12 promulgated under the Securities and Exchange Act of 1934, as amended.

(f) The provisions of this Resolution may be amended by the Purchase Contract.

Section 18. Transmittal of Resolution to Treasurer and Tax Collector. The Clerk of this Board is hereby directed to provide a certified copy of this Resolution and the debt service schedule for the Refunding Bonds and the Refunded Bonds to the County Auditor and the Treasurer and Tax Collector of Los Angeles County.

Section 19. Continuing Disclosure. The form of Continuing Disclosure Certificate on file with the Clerk of the Board is hereby approved, and each of the Authorized Officers, acting alone, is authorized to execute and deliver the Continuing Disclosure Certificate in the form presented to this Board, with such changes as the Authorized Officer executing the Continuing Disclosure Certificate shall approve, such approval to be conclusively evidenced by the execution and delivery thereof by an Authorized Officer. The District hereby covenants and agrees that it will comply with and carry out all of the provisions of the Continuing Disclosure Certificate executed by the District and dated the date of issuance and delivery of the Refunding Bonds, as originally executed and as it may be amended from time to time in accordance with the terms thereof. Any Owner may take such actions as may be necessary and appropriate, including seeking mandate or specific performance by court order, to cause the District to comply with its obligations under this Section. Noncompliance with this Section shall not result in a default in or an acceleration of the Refunding Bonds.

Section 20. Engagement of Professional Services. The Board of Trustees hereby approves the engagement of the firm of Annette Yee and Company, LLC, (the "Financial Advisor") to act as financial advisor to the District and the firm of Stradling Yocca Carlson & Rauth, a Professional Corporation to serve as bond counsel ("Bond Counsel") to the District, and the firm of

E. J. De La Rosa & Co., Inc. to act as the underwriter for the District, in connection with the issuance of the Refunding Bonds. Any Authorized Officer, acting alone, is authorized to negotiate and execute a contract with the Financial Advisor. All fees and expenses payable to such firms shall be contingent upon and be payable only from proceeds of the Refunding Bonds.

Section 21. Approval of Bond Counsel Agreement. The form of the Bond Counsel Agreement (the "Bond Counsel Agreement") by and between the District and Bond Counsel, substantially in the form on file with the Clerk of the Board, is hereby approved, and each of the Authorized Officers is hereby authorized and requested to execute and deliver such Bond Counsel Agreement, with such changes therein, deletions therefrom and modifications thereto as the Authorized Officer executing the Bond Counsel Agreement may approve, such approval to be conclusively evidenced by the execution and delivery thereof by an Authorized Officer.

Section 22. Escrow Agreement. The form of Escrow Agreement on file with the Clerk of the Board is hereby approved, and each of the Authorized Officers, acting alone, is authorized and directed, for and in the name and on behalf of the District, to execute and deliver the Escrow Agreement in substantially said form, with such changes therein as the Authorized Officer executing the Escrow Agreement may require or approve, such approval to be conclusively evidenced by the execution and delivery thereof by an Authorized Officer.

Section 23. Supplemental Resolutions.

(a) This Resolution, and the rights and obligations of the District and of the Owners of the Refunding Bonds issued hereunder, may be modified or amended at any time by a supplemental resolution adopted by the District with the written consent of the Owners owning at least 60% in aggregate Bond Obligation of the Outstanding Refunding Bonds, exclusive of Refunding Bonds, if any, owned by the District; provided, however, that no such modification or amendment shall, without the express consent of the Owner of each Refunding Bond affected, reduce the Principal Amount of any Refunding Bond, reduce the interest rate payable thereon, advance the earliest redemption date thereof, extend its maturity or the times for paying interest thereon or change the monetary medium in which Principal and interest is payable, nor shall any modification or amendment reduce the percentage of consents required for amendment or modification. No such supplemental resolution shall change or modify any of the rights or obligations of any Paying Agent without its written assent thereto.

(b) This Resolution, and the rights and obligations of the District and of the Owners of the Refunding Bonds issued hereunder, may be modified or amended at any time by a supplemental resolution adopted by the District without the written consent of the Owners:

(i) To add to the covenants and agreements of the District in this Resolution, other covenants and agreements to be observed by the District which are not contrary to or inconsistent with this Resolution as theretofore in effect;

(ii) To add to the limitations and restrictions in this Resolution, other limitations and restrictions to be observed by the District which are not contrary to or inconsistent with this Resolution as theretofore in effect;

(iii) To confirm as further assurance any pledge under, and the subjection to any lien or pledge created or to be created by, this Resolution, of any moneys, securities or funds, or to establish any additional funds or accounts to be held under this Resolution;

(iv) To cure any ambiguity, supply any omission, or correct any defect or inconsistent provision in this Resolution; or

(v) To amend or supplement this Resolution in any other respect, provided such supplemental resolution does not adversely affect the interests of the Owners.

(c) Any act done pursuant to a modification or amendment consented to as provided in (a) above shall be binding upon the Owners of all the Refunding Bonds and shall not be deemed an infringement of any of the provisions of this Resolution, whatever the character of such act may be, and may be done and performed as fully and freely as if expressly permitted by the terms of this Resolution, and after consent relating to such specified matters has been given, no Owner shall have any right or interest to object to such action or in any manner to question the propriety thereof or to enjoin or restrain the District or any officer or agent of either from taking any action pursuant thereto.

Section 24. Resolution to Constitute Contract. In consideration of the purchase and acceptance of any and all of the Refunding Bonds authorized to be issued hereunder by those who shall own the same from time to time, this Resolution shall be deemed to be and shall constitute a contract among the District and the Owners from time to time of the Refunding Bonds; and the pledge and covenants made in this Resolution shall be for the equal benefit, protection and security of the Owners of any and all of the Refunding Bonds, all of which, regardless of the time or times of their issuance or maturity, shall be of equal rank without preference, priority or distinction of any of the Refunding Bonds over any other thereof.

Section 25. Unclaimed Moneys. Anything in this Resolution to the contrary notwithstanding, any moneys held by the Paying Agent in trust for the payment and discharge of any of the Refunding Bonds which remain unclaimed for one (1) year after the date when such Refunding Bonds have become due and payable, either at their stated maturity dates or by call for earlier redemption, if such moneys were held by the Paying Agent at such date, or for one (1) year after the date of deposit of such moneys if deposited with the Paying Agent after said date when such Refunding Bonds become due and payable, shall be repaid by the Paying Agent to the District, as its absolute property and free from trust, and the Paying Agent shall thereupon be released and discharged with respect thereto and the owners of such Refunding Bonds shall look only to the District for the payment of such Refunding Bonds; provided, however, that before being required to make such payment to the District, the Paying Agent shall, at the expense of District, cause to be mailed to the Owners of all such Refunding Bonds, at their respective addresses appearing on the registration books, a notice that said moneys remain unclaimed and that, after a date in said notice, which date shall not be less than thirty (30) days after the date of mailing such notice, the balance of such moneys then unclaimed will be returned to the District.

Section 26. Permitted Investments.

(a) All amounts held in the funds and accounts established hereunder and held by the Treasurer and Tax Collector of Los Angeles County shall be invested by the Treasurer and Tax Collector of Los Angeles County in any instrument which is a lawful investment for funds of the

District, including the Treasurer's Pooled Investment Fund, the Local Agency Investment Fund, any investment authorized pursuant to Sections 53601 and 53635 of the Government Code, or in investment agreements, including guaranteed investment contracts, float contracts or other investment products (provided that such agreements comply with the requirements of each rating agency then rating the Refunding Bonds necessary in order to maintain the then-current rating on the Refunding Bonds). Unless otherwise instructed by the District in writing, amounts held hereunder shall be invested in the County of Los Angeles Treasurer's Pooled Investment Fund. If invested in other than the Pooled Investment Fund or the Local Agency Investment Fund, amounts in the Debt Service Fund shall be invested in investments maturing not later than the date on which such amounts will be needed to pay the Principal of and interest on the Refunding Bonds. Nothing in this Resolution shall prevent any investment securities acquired as investments of funds held hereunder from being issued or held in book-entry form on the books of the Department of the Treasury of the United States.

(b) Obligations purchased as an investment of moneys in any fund or account shall be deemed at all times to be a part of such fund or account. Profits or losses attributable to any fund or account shall be credited or charged to such fund or account. In computing the amount in any fund or account created under the provisions of this Resolution for any purpose provided in this Resolution, obligations purchased as an investment of moneys therein shall be valued at cost, plus, where applicable, accrued interest.

(c) If at any time it is deemed necessary or desirable by the District, upon the written direction of an Authorized Officer of the District, the County may establish additional funds under this Resolution and/or accounts within any of the funds or accounts established hereunder.

Section 27. Effective Date. This Resolution shall take effect immediately upon its adoption.

PASSED AND ADOPTED this 1st day of May, 2013, by the following vote:


AYES: 5

NOES: 0

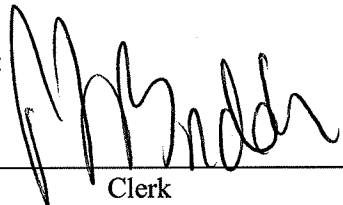
ABSENT: 0

ABSTENTIONS: 0

BOARD OF TRUSTEES OF THE
MANHATTAN BEACH UNIFIED SCHOOL
DISTRICT

By: 
President

Attest:


Clerk

CLERK'S CERTIFICATE

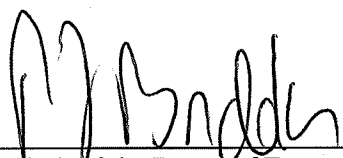
I, Penny Bordokas, Clerk of the Board of Trustees of the Manhattan Beach Unified School District, hereby certify as follows:

The foregoing is a full, true and correct copy of a resolution duly adopted at a regular meeting of the Board of Trustees of said District duly and regularly and legally held at the regular meeting place thereof on May 1, 2013, of which meeting all of the members of the Board of said District had due notice and at which a quorum was present.

I have carefully compared the same with the original minutes of said meeting on file and of record in my office and the foregoing is a full, true and correct copy of the original resolution adopted at said meeting and entered in said minutes.

Said resolution has not been amended, modified or rescinded since the date of its adoption, and the same is now in full force and effect.

Dated: May 1, 2013



Clerk of the Board of Trustees